

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND

ENTERED

(Baltimore Division)

JUL 09 2002

CLERK'S OFFICE
U. S. BANKRUPTCY COURT
DISTRICT OF MARYLAND
BALTIMORE

In re:

PORTER-HAYDEN COMPANY,

Debtor.

Case No. 02-5-4152-SD

Chapter 11

* * * * *

**ORDER AUTHORIZING THE COMMITTEE OF UNSECURED
CREDITORS OF PORTER-HAYDEN COMPANY TO EMPLOY
NEUBERGER, QUINN, GIELEN, RUBIN & GIBBER, P.A. AS CO-COUNSEL**

This matter is before the Court on the Application of the Committee of Unsecured Creditors of Porter-Hayden Company for an Order Authorizing It To Employ Neuberger, Quinn, Gielen, Rubin & Gibber, P.A. as co-counsel (the "Application") for the Committee of Unsecured Creditors (the "Committee") of the above-captioned debtor and debtor in possession (the "Debtor"); the Court (i) having reviewed (a) the Application and (b) the Verified Statement of Deborah H. Devan, a member with Neuberger, Quinn, Gielen, Rubin & Gibber, P.A. ("Neuberger Firm"), attached to the Application as Exhibit A (the "Devan Statement"); and (ii) having determined that the legal and factual bases set forth in the Application and the Devan Statement establish just cause for the relief granted herein;

THE COURT HEREBY FINDS THAT:

A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

B. The Committee desires to employ the Neuberger Firm as co-counsel, pursuant to §1103 of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the "Bankruptcy Code"),

167240:2541.1
May 15, 2002

and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"). The Committee contemplates that Neuberger Firm will render general legal services to the Committee as needed throughout the course of this Chapter 11 case, including bankruptcy/restructuring and litigation, assistance and advice, all as more fully described in the Application.

C. The Committee requires knowledgeable counsel to render these essential professional services. The Neuberger Firm has substantial bankruptcy/restructuring and litigation expertise, and is well qualified to represent the Committee's interest in this Chapter 11 case as co-counsel.

D. The Neuberger Firm will charge the Committee for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date services are rendered. The Neuberger Firm will maintain detailed, contemporaneous records of time and any actual and necessary or appropriate costs and expenses incurred in connection with the legal services described above.

E. The Neuberger Firm has no connection with the Debtor, its creditors, the United States Trustee or any other party in this Chapter 11 case or their respective attorneys or accountants except as set forth in the Devan Statement.

F. The Application and the Devan Statement filed contemporaneously with the Application are in full compliance with all applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules of this Court.

IT IS HEREBY ORDERED THAT:

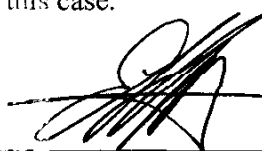
1. The Application shall be, and hereby is Granted.

2. The Committee shall be, and hereby is, authorized to employ the Neuberger Firm as its co-counsel in this Chapter 11 case, pursuant to Section 1103 of the Bankruptcy Code.

3. The Neuberger Firm shall be, and hereby is, authorized to perform any and all legal services for the Committee that are necessary or appropriate in connection with this Chapter 11 case.

4. The Neuberger Firm shall be compensated for such services and reimbursed for any related expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules of this Court, and pursuant to any additional procedures that may be established by the Court in this case.

Dated: July 8, 2002


United States Bankruptcy Judge **E. STEPHEN DERBY**
JUDGE

cc: ☒ Martin C. Fletcher, Esquire
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